

EXHIBIT A
(Proposed Approval Order)

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8 **UNITED STATES BANKRUPTCY COURT**
9 **EASTERN DISTRICT OF WASHINGTON**

10 In re:

11 GIGA WATT, Inc., a Washington
12 corporation,

13 Debtor.

14 Case No. 18-03197 FPC 11

15 The Honorable Frederick P. Corbit

16 **[PROPOSED] ORDER APPROVING:**
17 **(I) SALE OF TNT FACILITY AND**
18 **TRAILER EQUIPMENT FREE AND**
19 **CLEAR OF ALL LIENS, CLAIMS**
20 **AND INTERESTS, RELATED**
21 **OVERBIDDING AND NOTICE**
22 **THEREOF; (II) ASSUMPTION AND**
23 **ASSIGNMENT OF LEASES AND**
24 **POWER CONTRACT, AND (III)**
25 **GRANTING REQUEST FOR**
26 **SHORTENED NOTICE THEREON**

27 This matter came to be heard on the *Chapter 11 Trustee's Motion for Order*
28 *Approving: (i) Sale of TNT Facility and Trailer Equipment Free and Clear of All*
29 *Liens, Claims and Interests, Subjecting to Overbidding, and Approving Notice*
30 *Thereof; (ii) Assumption and Assignment of Leases and Power Contract, and (iii)*

31 [Proposed] Order Approving Sale of the TNT Facility and Trailer Equipment Free
32 and Clear of all Liens, Claims and Interests, etc. - Page 1

1 *Shortening Time Thereon* , (the “**Motion**”)¹ on May 13, 2020 at 1:30 p.m. (the
2 “**Hearing**”). The Court has considered the Motion and completed the Hearing as
3 provided for under sections 105, 363, and 365 of the Bankruptcy Code and Rules
4 2002, 6004, 6006, and 9014 of the Federal Rules of Bankruptcy Procedure and
5 L.B.R. 2002-1, 6004-1, and 6006-1. Based upon the Motion, the record before the
6 Court, the testimony and arguments made and heard at the Hearing and in the
7 filings with the Court, the Court stated its findings of fact and conclusions of law
8 at the Hearing and those findings of fact and conclusions of law are incorporated
9 herein by reference as if set forth fully herein as provided in Rule 7052 of the
10 Federal Rules of Bankruptcy Procedure.

11 **ACCORDINGLY, IT IS HEREBY ORDERED THAT THE MOTION IS**
12 **GRANTED AND FURTHER ORDERED THAT**

13 1. The Agreement is approved.
14 2. The Sale is made in good faith.
15 3. The Trustee is authorized to sell the TNT Facility and the TNT
16 Equipment pursuant to the Agreement.

17 4. The Trustee is authorized to assume the TNT Leases and the Power
18 Contract pursuant to the Agreement.

19 5. The Trustee is hereby authorized to assign to Buyer the TNT Leases,
20 the Power Contract, and the Trailer Oral Lease pursuant to the Agreement.

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23 ¹ Unless otherwise defined herein, capitalized terms have the meanings ascribed to
them in the Motion.

1 6. The Sale is free and clear of all liens, encumbrances, claims and/or
2 interests pursuant to sections 363(f)(4) and (5) of title 11 of the United States
3 Code.

4 7. The Bidding Procedures as proposed in the Motion are approved.

5 8. The Break-Up Fee as proposed in the Motion is approved.

6 9. The 14-day stays provided by Rule 6004(h) and Rule 6006(d) of the
7 Federal Rules of Bankruptcy are waived.

8 10. This Order shall be valid and fully effective immediately upon its
9 entry.

10 **/// END OF ORDER ///**

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18 **PRESENTED BY:**

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Trustee*

24 [Proposed] Order Approving Sale of the TNT Facility and Trailer Equipment Free
25 and Clear of all Liens, Claims and Interests, etc. - Page 3